

EXHIBIT A

FORM B10 (Official Form 10) (04/05)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM
Name of Debtor <u>Delphi Automotive Systems LLC</u>		Case Number <u>05-44640</u>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		Claim #14145 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>SPCP Group, LLC, as assignee of:</u> <u>Textron Fastening systems Canada Ltd.</u>		Received AUG 09 2006 Kurtzman Carson <small>THIS SPACE IS FOR COURT USE ONLY</small>
Name and address where notices should be sent: <u>Two Greenwich Plaza, 15th Floor</u> <u>Greenwich, CT 06830</u> <u>Attn: Brian Jarman</u> <u>e-mail: bjarman@silverpointcapital.com</u> Telephone number: <u>(203) 542-4032</u>		
<input checked="" type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim a previously filed claim, dated: _____ <input checked="" type="checkbox"/> amends
1. Basis for Claim <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Date Stamped Copy Returned <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> No self addressed stamped envelope <input type="checkbox"/> Money Loaned <input type="checkbox"/> No copy to return <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____ <div style="display: flex; justify-content: space-between; margin-top: 10px;"> Retiree benefits as defined in 11 U.S.C. § 1114(a) Wages, salaries, and compensation (fill out below) </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> Last four digits of SS #: _____ Unpaid compensation for services performed </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> from _____ to _____ (date) (date) </div>		
2. Date debt was incurred:		3. If court judgment, date obtained:
4. Total Amount of Claim at Time Case Filed: \$ <u>17,994 Canadian</u> (unsecured) (secured) (priority) <u>\$17,994 Canadian</u> (Total) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</small>
6. Unsecured Nonpriority Claim <u>\$17,994 Canadian</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		THIS SPACE IS FOR COURT USE ONLY
Date <u>7/28/06</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>M. Jarman</u> <u>Delphi</u>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for



EXHIBIT A TO
ASSIGNMENT OF CLAIM

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **TEXTRON INC.** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **SPCP GROUP, L.L.C.**, as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, the accounts receivable of Assignor set forth on Exhibit B hereto in the aggregate amounts of US \$5,430,121.66 and CDN \$19,168.31 (the "Assigned Claim"), against Delphi Automotive Systems LLC, a wholly-owned subsidiary of Delphi Corp. ("Debtor"), the debtor-in-possession in Case No. 05-44481 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on June 6, 2006

TEXTRON INC.

By: 

Name: John R. Curran

Title: Vice President - Mergers & Acquisitions

Textron Fastening Systems
Delphi Bankruptcy Claim

Copy of Exhibit B to Assignment of Claims Agreement FINAL.xls

Plant	Net	
	Open Invoices	
PFPD	1,101,037.66	
Elco HQ (Logansport)	1,208,615.74	
Stanfield (ACT)	33,859.28	
Wythville (Amsco)	323,084.04	
Decorah	106,301.89	
Flexalloy	26,162.82	
Ring Screw	811,060.83	
Belvedere (Taptite)	972,733.57	
Spencer (TEP)	454,076.27	
Rochester (Torx)	393,189.59	
Total - US	<u>\$ 5,430,121.66</u>	
Gananoque - CDN \$	<u>19,168.31</u>	